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LAW OFFICES
OF

H. ANTHONY HEIST, P.A.

H. ANTHONY HEIST
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May 28, 1997

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002201971--4
-05/04/97--01100--012
****122.50 ****122.50

Re: Incorporation of Z-GIRL Management, Inc.

Dear Sir/Madam:

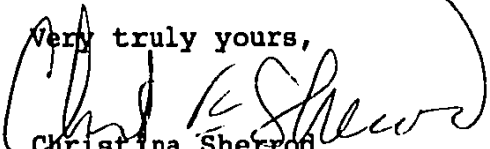
Enclosed please find a check in the amount of \$122.50, payable to the Secretary of State, State of Florida, in payment of the following:

1. Filing of Articles of Incorporation \$70.00
2. Certified copy of filed Articles \$52.50

Also enclosed, please find the original and one copy of the Articles of Incorporation for the above-named corporation. Upon your approval and your filing of the original of these Articles, I would request that you send me a certified copy of the same to the above Post Office address.

Thanking you in advance for your cooperation.

Very truly yours,


Christina Sherrod
Legal Assistant

Enc.

FILED
97 JUN -2 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Z-GIRL MANAGEMENT, INC.**

FILED
97 JUN -2 AM 9:53
RECEIVED STATE
7/17/97 FORT MYERS, FLORIDA

ARTICLE I - NAME

The name of this corporation is Z-GIRL MANAGEMENT, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business that may be transacted by corporations under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation shall be authorized to issue 1000 shares of \$1.00 par value stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent at this address is as follows:

H. ANTHONY HEIST
ATTORNEY AT LAW
1661 ESTERO BOULEVARD, SUITE 20
P.O. BOX 2514
FORT MYERS BEACH, FL 33932

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may either be increased or decreased from time to time but shall never be less than 1. The name and address of the initial director of the corporation is:

HEATHER McLAIN
3840 CENTRAL AVE., #206
FORT MYERS, FL 33901

ARTICLE VI - INCORPORATOR

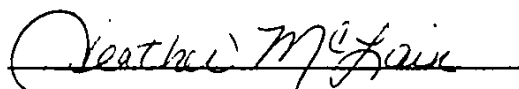
The name and address of the person signing these articles is:

HEATHER McLAIN
3480 CENTRAL AVE., #206
FORT MYERS, FL 33901

ARTICLE VII - CORPORATION'S PRINCIPAL OFFICE

19240 SAN CARLOS BLVD.
FT. MYERS BEACH, FL 33931

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 28th day of May, 1997.



HEATHER McLAIN

STATE OF FLORIDA
COUNTY OF LEE

EXECUTION OF the foregoing Articles of Incorporation was acknowledged before me this 28th day of May, 1997, by Heather McLain who () did (xx) did not take an oath and who is either personally known to the undersigned officer or has produced the following form of identification

FLDL# M245-320-22-782-0
(IDENTIFICATION)


NOTARY PUBLIC SIGNATURE ABOVE

NOTARY NAME TIMOTHY R. PALMER

(NOTARY SEAL)

COMMISSION NUMBER _____

COMMISSION EXPIRATION DATE _____

(Notary Name/Commission number/Exp. Date
to be typed or printed)



Timothy R Palmer
My Commission CC584800
Expires Sep. 15, 2000

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment to act as registered agent of **Z-GIRL MANAGEMENT, INC.** as made in the foregoing Articles of Incorporation.


H. ANTHONY HEIST, ATTORNEY

FILED
97 JUN -2 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA